

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.	:	
and LAW DEBENTURE TRUST COMPANY OF	:	
NEW YORK,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	Civil Action No. 04-1494-JJF
	:	
NORTHWESTERN CORPORATION,	:	
	:	
Defendant.	:	
<hr/>		
MAGTEN ASSET MANAGEMENT CORP.,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil Action No. 05-499-JJF
	:	
MIKE J. HANSON and ERNIE J. KINDT,	:	
	:	
Defendants.	:	

**MOTION IN LIMINE TO EXCLUDE  
THE TESTIMONY OF KIPP ORME**

Defendant NorthWestern Corporation by and through its undersigned counsel, hereby submits its motion *in limine*: (i) to exclude from evidence the deposition testimony of Kipp Orme (“Orme”); and (ii) deny any adverse inference requests by Plaintiffs based on Orme’s invocation of his Fifth Amendment privilege at his deposition at trial currently scheduled for March 3, 2008, and in support hereof, relies upon the Memorandum of Law in Support of Motion *in Limine* to Exclude the Testimony of Kipp Orme filed contemporaneously herewith.

Dated: January 31, 2008

**GREENBERG TRAURIG LLP**

/s/ Dennis A. Meloro

Victoria W. Counihan (I.D. No. 3488)

Dennis A. Meloro (I.D. No. 4435)

The Nemours Building

1007 North Orange Street, Suite 1200

Wilmington, DE 19801

Tel: (302) 661-7000

Fax: (302) 661-7360

counihanv@gtlaw.com

melorod@gtlaw.com

and

**CURTIS, MALLET-PREVOST, COLT &  
MOSLE LLP**

Joseph D. Pizzurro

Nancy E. Delaney

Myles K. Bartley

101 Park Avenue

New York, NY 10178

Tel: (212) 696-6000

Fax: (212) 697-1559

Attorneys for NorthWestern Corporation

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT	)	
CORPORATION and LAW DEBENTURE	)	
TRUST COMPANY OF NEW YORK,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	C.A. No. 04-1494 (JJF)
	)	
NORTHWESTERN CORPORATION,	)	
	)	
Defendant.	)	
<hr/>		
MAGTEN ASSET MANAGEMENT CORP.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 05-499 (JJF)
	)	
MIKE J. HANSON and ERNIE J. KINDT,	)	
	)	
Defendants.	)	

**CERTIFICATE OF SERVICE**

I, Dennis A. Meloro, being duly sworn according to law, deposes and says that I am employed by Greenberg Traurig, LLP, which is counsel for the NorthWestern Corporation, and that on January 31, 2008, I caused to be served copies of the following to be served upon the parties listed below via: (i) Electronic Mail upon all parties; (ii) Hand Delivery upon Local Counsel; and (iii) Federal Express delivery upon the remaining parties.

- Motion *in Limine* to Exclude the Testimony of Kipp Orme
- Memorandum of Law in Support of Motion *in Limine* to Exclude the Testimony of Kipp Orme

Dale Dube, Esq. David Carickhoff, Esq. Blank Rome LLP 1201 Market Street, Suite 800 Wilmington DE 19801 (Magten)	Bonnie Steingart, Esq. Gary L. Kaplan, Esq. Fried Frank Harris Shriver & Jacobson LLP One New York Plaza New York NY 10004 (Magten)
---	--

<p>Kathleen M. Miller, Esquire  Smith Katzenstein &amp; Furlow LLP  800 Delaware Avenue, 7th Floor  Wilmington, DE 19801  (Law Debenture)</p>	<p>John V. Snellings, Esq.  Amanda Darwin, Esq.  Nixon &amp; Peabody LLP  100 Summer Street  Boston, Massachusetts 02100  (Law Debenture)</p>
<p>Stanley T. Kaleczyc  Kimberly A. Beatty  Browning, Kaleczyc, Berry &amp; Hoven, P.C.  139 North Last Chance Gulch  P.O. Box 1697  Helena, Mt 59624  (M Hanson/E Kindt)</p>	<p>Denise Seastone Kraft  Edwards Angell Palmer &amp; Dodge LLP  919 North Market Street, 15th Floor  Wilmington, DE 19801  (M Hanson/E Kindt)</p>

Date: January 31, 2008

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (No. 4435)

The Nemours Building

1007 North Orange Street, Suite 1200

Wilmington, DE 19801

Telephone: 302-661-7000

melorod@gtlaw.com